

11416-A

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No. 1
Date **AUG 24 1981**
Fee \$ **10.00**
ICC Washington, D. C.

August 20, 1981

RECORDATION NO. **11416-A** Filed 1425

Office of the Secretary
Interstate Commerce Commission
Washington, D.C.

AUG 24 1981 - 12 40 PM
INTERSTATE COMMERCE COMMISSION

Re: Supplemental Agreement dated as of July 1, 1981

Gentlemen:

Delivered to you herewith for filing and recording under Section 11303 of Title 49 of the United States Code and the rules and regulations thereunder are seven fully executed counterparts of the above-referenced Supplemental Agreement. The parties to the Supplemental Agreement are:

Trustee:	Continental Illinois National Bank and Trust Company of Chicago 30 North LaSalle Street Chicago, Illinois
Issuer:	United Equipment Leasing Associates The East Tower, Suite 1000 2550 Golf Road Rolling Meadows, Illinois 60008
Guarantor:	Evans Transportation Company The East Tower, Suite 1000 2550 Golf Road Rolling Meadows, Illinois 60008

The Supplemental Agreement relates to that certain Equipment Trust Agreement dated as of December 1, 1979 among the Trustee, Issuer and Guarantor, recorded with the Interstate Commerce Commission on January 23, 1980 as Recordation No. 11416, and should be filed as a subfiling under Document No. 11416. The Supplemental Agreement deletes from the lien of the

Counterpart - C. J. Keppeler

AUG 24 12 32 PM '81

ROSENTHAL AND SCHANFIELD

Office of the Secretary
Interstate Commerce Commission

August 20, 1981
Page Two

equipment Trust Agreement the rail cars described on Exhibit A hereto and subjects to the lien of the Equipment Trust Agreement the rail cars described on Exhibit B attached hereto.

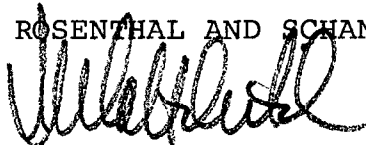
Enclosed herewith is Rosenthal and Schanfield check number 27009 in the amount of \$10.00 payable to the order of the Interstate Commerce Commission in full payment of all applicable filing and recording fees and charges.

As the enclosed copies of the Supplemental Agreement are being delivered by messenger, we would appreciate your returning to the bearer all copies of the Supplemental Agreement, marked to show their recordation number, not required to be kept by you. If this is not possible, please return those copies to:

Mr. I. Walter Deitch
Rosenthal and Schanfield
55 East Monroe St., Suite 4620
Chicago, Illinois 60603

Very truly yours,

ROSENTHAL AND SCHANFIELD



I. Walter Deitch

IWD:glb
Encls.
BY MESSENGER

DESTROYED EQUIPMENT

EXHIBIT A

<u>Number of Cars</u>	<u>Lessee</u>	<u>Description of Equipment</u>	<u>Lease Date</u>	<u>Term (Months)</u>	<u>Car Reporting Marks</u>
4	Archer-Daniels- Midland Company	100-ton 4,780 cubic foot covered hopper cars	11/22/78	131	UELX 65011, 65122, 65123 and 65132
2	Archer-Daniels- Midland Company	100-ton 21,000 gallon exterior coiled and insulated tank cars	1/19/79	131	UELX 78540 and 78542

SUBSTITUTE EQUIPMENT

EXHIBIT B

<u>Number of Cars</u>	<u>Lessee</u>	<u>Description of Equipment</u>	<u>Lease Date</u>	<u>Term (Months)</u>	<u>Car Reporting Marks</u>
5	Archer-Daniels- Midland Company	21,000 gallon exterior coiled and insulated 100-ton tank cars	*	131	UELX 78720-78724, Inclusive

*Schedule 3 dated July 2, 1979
to Master Lease dated March 26,
1979.

RECORDATION NO. 11416-A
Filed 1426

AUG 24 1981 - 12 40 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

THIS SUPPLEMENTAL AGREEMENT dated as of July 1, 1981, by and among CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association (hereinafter called the "Trustee"), EVANS TRANSPORTATION COMPANY, an Illinois corporation (hereinafter called "ETC") and UNITED EQUIPMENT LEASING ASSOCIATES, a joint venture (hereinafter called "Associates," comprised of Archer-Daniels-Midland Company, a Delaware corporation, hereinafter called "ADM" and Evans Railcar Leasing Company, an Illinois corporation, formerly known as United States Railway Leasing Company and hereinafter called "ERLC").

W I T N E S S E T H, that:

WHEREAS, the Trustee, ETC and Associates have heretofore executed and delivered with and to each other that certain Equipment Trust Agreement dated as of December 1, 1979 (hereinafter called the "Agreement"); and

WHEREAS, the Agreement was filed and recorded on January 23, 1980 with the Interstate Commerce Commission pursuant to the requirements of 49 USC §11303 and assigned Recordation No. 11416; and

WHEREAS, pursuant to Section 4.06 of the Agreement, Associates has or will have requested the Trustee to pay over to Associates an amount in cash deposited with the Trustee on account of Destroyed Equipment (as hereinafter defined) as required by Section 4.08 of the Agreement and has or will have sold, assigned and transferred to the Trustee in substitution therefor Substitute Equipment (as hereinafter defined); and

WHEREAS, the Trustee, ETC and Associates desire to modify and amend the Agreement to release and delete therefrom the Destroyed Equipment and to encumber and substitute for the Destroyed Equipment the Substitute Equipment.

NOW, THEREFORE, in consideration of the premises and of the promises, covenants and agreements hereinafter set forth, it is agreed by and among the parties hereto that:

1. The Agreement is hereby amended by releasing from the lien thereof and deleting from Schedule A thereof the units of Trust Equipment (herein called "Destroyed Equipment") described in Exhibit A hereto.

2. The Agreement is hereby amended by subjecting to the lien thereof and adding to Schedule A thereof the units of Equipment (herein called "Substitute Equipment") described in Exhibit B hereto.

3. Associates will mark or cause to be marked the Substitute Equipment as provided in Section 4.07 of the Agreement.

4. The terms "Equipment" and "Trust Equipment" as used in the Agreement shall hereafter, for all purposes, include the Substitute Equipment and shall not hereafter include the Destroyed Equipment.

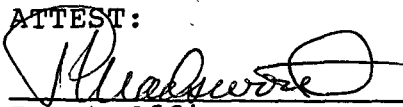
5. Associates will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 USC §11303.

6. Except as amended and supplemented hereby, the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Supplemental Agreement to be duly executed as of the 1st day of July, 1981.


CONTINENTAL ILLINOIS NATIONAL
BANK, as Trustee

By: 
Second Vice President

ATTEST:

Trust Officer

EVANS TRANSPORTATION COMPANY

By: 
Vice President

ATTEST:

Assistant Secretary

UNITED EQUIPMENT LEASING
ASSOCIATES

By: 
Policy Board Member-ADM

By: 
Policy Board Member-ERLC

DESTROYED EQUIPMENT

EXHIBIT A

<u>Number Of Cars</u>	<u>Lessee</u>	<u>Description of Equipment</u>	<u>Lease Date</u>	<u>Term (Months)</u>	<u>Car Reporting Marks</u>
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SUBSTITUTE EQUIPMENT

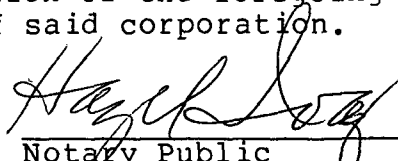
EXHIBIT B

<u>Number of Cars</u>	<u>Lessee</u>	<u>Description of Equipment</u>	<u>Lease Date</u>	<u>Term (Months)</u>	<u>Car Reporting Marks</u>
5	Archer-Daniels- Midland Company	21,000 gallon exterior coiled and insulated 100-ton tank cars	*	131	UELX 78720-78724, Inclusive

*Schedule 3 dated July 2, 1979
to Master Lease dated March 26,
1979.

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 19th day of ^{August}~~July~~, 1981, before me personally appeared J. C. Mull, Jr., to me personally known, who, being by me duly sworn, says that he is a ^{Second}~~Vice~~ President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public Hazel Ivaz

My commission expires:

December 6, 1981



STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 30th day of July, 1981, before me personally appeared Paul R. Leak, to me personally known, who, being by me duly sworn, says that he is a Vice President of EVANS TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carol A. Richardson
Notary Public

My commission expires:

March 24, 1985

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 30th day of July, 1981, before me personally appeared Paul R. Loak, to me personally known, who, being by me duly sworn, says that he is a Policy Board Member--United of UNITED EQUIPMENT LEASING ASSOCIATES, that said instrument was signed on behalf of said Partnership by authority of its Policy Board and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Partnership.

Carol A. Richardson
Notary Public

My Commission expires:

March 24, 1985

STATE OF ILLINOIS)
) SS.
COUNTY OF MACON)

On this 30th day of July, 1981, before me personally appeared James R. Feddick, to me personally known, who, being by me duly sworn, says that he is a Policy Board Member-ADM of UNITED EQUIPMENT LEASING ASSOCIATES, that said instrument was signed on behalf of said Partnership by authority of its Policy Board and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Partnership.

Jodi A. Blumming
Notary Public

My commission expires:

February 27, 1985

